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June 16, 2008

RECORDATION NO.

22635-F

FILED Salt Lake City

201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

JUN 16 '08

-1 00 PM

Ms. Anne K. Quinlan, Esq., Acting Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Substitution of Equipment  
(UPRR 1999 B-5)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Mortgage Supplement No. 2, dated June 16, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Trust Indenture, Mortgage and Security Agreement dated December 20, 1999 (UPRR 1999 B-5), a memorandum of which was recorded with the Surface Transportation Board on December 20, 1999 at 12:48 P.M. under Recordation Number 22635-B.

The names and addresses of the parties to the enclosed document are as follows:

Borrower:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179 Attention: Treasurer
Indenture Trustee:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12th Floor MAC U1228-120 Salt Lake City Utah 84111 Attention: Corporate Trust Administration

The equipment covered on the date hereof by the enclosed document consists of:

7 GE AC4400CW Locomotives bearing the road numbers within the series UP 7224 through UP 7230, inclusive, replacing 7 SD9060MAC Locomotives bearing the road numbers within the series UP 8503 through UP 8511, all as more specifically indicated in Exhibit A attached hereto.

Law Offices of  
CHAPMAN AND CUTLER LLP

A short summary of the document to appear in the index follows:

Memorandum of Mortgage Supplement No. 2 (UPRR 1999 B-5) between Union Pacific Railroad Company, as Borrower and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank, National Association), as Indenture Trustee.

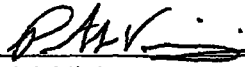
A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Patrick Vining

Enclosures

RECORDATION NO. 22635-F  
FILED

JUN 16 '08 -1 00 PM

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 2  
(UPRR 1999 B-5)

SURFACE TRANSPORTATION BOARD

Memorandum of Mortgage Supplement No. 2, made and entered into on June 16, 2008, by and between Union Pacific Railroad Company, a Delaware corporation, as Borrower ("*Borrower*") and Wells Fargo Bank Northwest, National Association, successor-in-interest to First Security Bank, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

WITNESSETH:

1. Borrower and Indenture Trustee have entered into that certain Trust Indenture, Mortgage and Security Agreement (UPRR 1999 B-5), dated December 20, 1999 (the "*Mortgage*"), by which Borrower has granted a security interest to Indenture Trustee in order to secure Borrower's performance of certain obligations as described in the Mortgage.

2. A memorandum of said Mortgage and a memorandum of Mortgage Supplement No. 1 have been recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on December 20, 1999 at 12:48 P.M. under recordation numbers 22635-B and 22635-C, respectively.

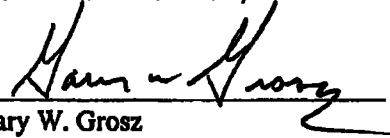
3. An Event of Loss has occurred with respect to the Items of Equipment set forth on Exhibit A hereto. Borrower is providing the Replacement Items of Equipment set forth on Exhibit B hereto (the "*Replacement Items of Equipment*") to be subjected to the Mortgage.

4. The undersigned have entered into that certain Mortgage Supplement No. 2 (UPRR 1999 B-5), dated June 16, 2008, whereby Borrower has granted, pursuant to the above-described Mortgage, a security interest therein to the Replacement Items of Equipment set forth on Exhibit B attached hereto, and the terms and provisions of the above-described Mortgage are extended to such Replacement Items of Equipment, and whereby the Indenture Trustee has terminated, released and discharged its security interest in the Items of Equipment set forth on Exhibit A hereto.

Memorandum of Mortgage Supplement No. 2 (STB)  
(UPRR 1999 B-5)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

UNION PACIFIC RAILROAD COMPANY, as  
Borrower

By   
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 12<sup>th</sup> day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION (successor-in-interest to First  
Security Bank, National Association), as  
Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2008.

Memorandum of Mortgage Supplement No. 2 (STB)  
(UPRR 1999 B-5)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

UNION PACIFIC RAILROAD COMPANY, as  
Borrower

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of June, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION (successor-in-interest to First  
Security Bank, National Association), as  
Indenture Trustee

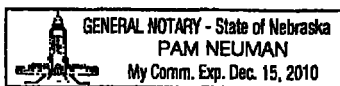
By  \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Scott Rosevear  
Vice President

Executed on this 12<sup>th</sup> day of June, 2008.

STATE OF NEBRASKA                    )  
  ) SS:  
COUNTY OF DOUGLAS                 )

On this, the 12<sup>th</sup> day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June 12, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-2010  
Residing in Omaha, NE

(SEAL)

STATE OF UTAH                         )  
  ) SS.:  
COUNTY OF SALT LAKE                )

On this, the \_\_\_\_\_ day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June \_\_, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA                    )  
  ) SS:  
COUNTY OF DOUGLAS                )

On this, the \_\_\_\_ day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on June \_\_, 2008, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

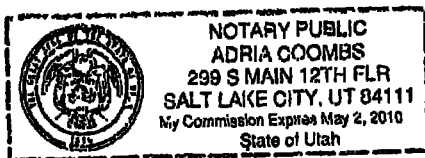
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF UTAH                        )  
  ) SS.:  
COUNTY OF SALT LAKE                )

On this, the 12<sup>th</sup> day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Scott Rosevear, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 12, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Adria Coombs  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

# **EXHIBIT A**

## **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>SD9060MAC Locomotives</b>	<b>7</b>	<b>UP 8503 through UP 8505, inclusive UP 8507 UP 8509 through UP 8511, inclusive</b>



**EXHIBIT B**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
GE AC4400CW Locomotives	7	UP 7224 through UP 7230, inclusive

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/16/08



\_\_\_\_\_  
Robert W. Alvord